

# EXHIBIT 12

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October 29, 2013

**VIA EMAIL**

Kimberly Ramsey  
American Arbitration Association  
950 Warren Avenue  
East Providence, RI 02914-1414

**Re: *Tina Mawing, et al. v. PNGI Charles Town Gaming, LLC***  
**AAA No: 55-196-Y-00015-12**

Dear Ms. Ramsey:

We write in response to your October 23, 2013 phone call which we learned that William Wycoff, the arbitrator appointed by Respondent PNGI Charles Town Races and Slots ("PNGI") in the above arbitration, had passed away. We were surprised and saddened by his loss as we were unaware he was suffering from such a serious illness. In addition to informing us of Mr. Wycoff's passing, the purpose of your call was to ask if PNGI was willing to proceed with this case with the remaining two arbitrators. PNGI is unwilling to do so.

According to his obituary (enclosed), Mr. Wycoff died on October 21, 2013 of Acute Myeloid Leukemia. His passing from this aggressive cancer occurred just 14 days after the October 7, 2013 Award was entered in this arbitration. Given the unfortunate condition that Mr. Wycoff must have been in during the last few weeks and maybe even months of his life, PNGI has very serious concerns about whether or not Mr. Wycoff was physically and mentally capable of meaningfully participating in the deliberation and decision-making leading up to the entry of the October 7, 2013 Award. We also have concerns about whether Mr. Wycoff was suffering from this terrible disease at the time of the hearing in June of this year, and we now have reason to believe he may have been as there were times during witness testimony when we observed Mr. Wycoff sleeping. While it is certainly understandable that Mr. Wycoff may have been taking medications for his illness that made him drowsy or diverted his focus, the fact of his illness and those circumstances should have been disclosed to the parties, and the parties should have been given the opportunity to inquire about and potentially challenge Mr. Wycoff's physical and mental ability to participate in the hearing. Under these circumstances, PNGI was not given a full and fair hearing.

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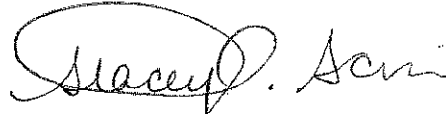
Kimberly Ramsey  
October 29, 2013  
Page 2

PNGI does not believe that this arbitration can move forward with either the remaining two panel members or with the appointment of a third because neither scenario rectifies the due process concerns raised by Mr. Wycoff's illness and death during the arbitration, deliberations and decision-making. Accordingly, the October 7, 2013 Award must be vacated and the entire arbitration declared a nullity. The parties should be given 60 days to appoint new arbitrators, with another 30 days for those arbitrators to appoint a third arbitrator. Once a new panel is appointed, the parties should be able to proceed promptly with a new arbitration hearing.

PNGI continues to reserve the right to challenge the October 7, 2013 Award on all other grounds, and requests that AAA promptly produce the time records for the three panel members from the date the hearing closed on June 12, 2013 through the date the October 7, 2013 Award was issued.

Very truly yours,

STEVENS & LEE



Stacey A. Sogivani

SASC:jlal

cc: David M. Hammer (via email)  
Harry P. Waddell (via email)  
Barbara Cook (via email)  
Joseph Wolfson (via email)



## Obituary: William M. Wycoff / Attorney with soft spot for troubled children

Jan. 1, 1941 - Oct. 21, 2013

October 22, 2013 11:52 PM

By Len Boselovic / Pittsburgh Post-Gazette

William M. Wycoff, an accomplished trial lawyer and avid outdoorsman who championed the cause of troubled children, died Monday of acute myeloid leukemia at West Penn Hospital. He was 72.

Mr. Wycoff was largely a corporate defense attorney, litigating cases for MetLife, Mellon Bank and other large companies during his career at Thorp Reed & Armstrong. The Pittsburgh firm merged this year with Detroit-based Clark Hill.

One of the highlights of his resume was representing construction worker Donald Hutchinson, who became a quadriplegic as the result of a 1986 accident at Mercy Hospital involving an elevator built by Westinghouse Elevator Co. An Allegheny County Common Pleas Court jury awarded Mr. Hutchinson and his wife a \$20.9 million verdict in 1989, at the time the largest jury award in local court history.

"He was the face of our firm for many years," said Jeffrey J. Conn, managing partner of Clark Hill Thorp Reed's Pittsburgh office.

A native of Pittsburgh, Mr. Wycoff graduated from Shady Side Academy in 1959 and went to Cornell University, where he earned a degree in government in 1963. He received a law degree from Northwestern University in 1966 and joined Thorp Reed.

Longtime friend Daniel Booker, an attorney with Reed Smith, said Mr. Wycoff's "extraordinary credibility" made him an excellent trial attorney.

"A jury trusted him about what he was telling them about the evidence," Mr. Booker said. He frequently referred people in need of a business attorney to Mr. Wycoff "because I knew he'd make me look good for referring people to him," Mr. Booker said.

Mr. Wycoff was a board member since 1976 at Pressley Ridge, a Pittsburgh nonprofit that serves troubled children and families, as well as a director of the organization's foundation. He also served as a president and a director of the Children's Home of Pittsburgh, which provides adoption services and care for medically fragile children.

Pressley Ridge CEO Susanne Cole said Mr. Wycoff felt a responsibility to do something about the lives of troubled youth.

"For Bill, there was potential and possibility in all people and he had this inner, innate sense that if not us, who is going to help?" Ms. Cole said.

Mr. Wycoff was also a chairman of the Pittsburgh Dance Council, president of the Pittsburgh Golf Club, and trustee of the state chapter of the Nature Conservancy. He was an avid fly fisherman, skier and golfer who loved to travel and visited places such as Patagonia, Japan's Kuril Islands, the Galapagos, South Africa and Botswana.

Mr. Wycoff is survived by his wife of 50 years, Debby of Squirrel Hill; a daughter, Ann Wheadon of San Diego; son Pieter of Seattle; four grandchildren; his half-brother, Dan Wycoff of Bozeman, Mont.; and half-sisters Mary Wycoff and Julie Evans of Pittsburgh.

Family and friends can call Thursday from 2 to 4 and 6 to 8 p.m. at John A. Freyvogel Sons Funeral Home, 4900 Centre Ave., Pittsburgh. There are no services.

Memorial contributions can be made to The Children's Home of Pittsburgh, 5324 Penn Ave., Pittsburgh 15224; Pressley Ridge, 5500 Corporate Drive, Suite 400, Pittsburgh 15237; or the Leukemia & Lymphoma Society, Donor Services, P.O. Box 4072, Pittsfield, MA 01202.